

12 February 2016

**TO THE CREDITOR AS ADDRESSED**

Dear Sir/Madam

**SubZero Group Limited (ACN 009 161 522)**

**SubZero Holdings Pty Ltd (ACN 153 511 212)**

**S F Auto Australia Pty Ltd (Trustee For The Built Group Unit Trust) (ACN 111 133 156)**

**SubZero Labour Services Pty Ltd (ACN 163 567 066)**

**Harness Master Wiring Systems (NSW) Pty Ltd (ACN 153 272 103)**

**Hydraulic Isolator & Safety Technology Pty Ltd (ACN 158 542 244)**

**DMST Pty Ltd (ACN 104 903 139)**

**DPS Newco Pty Ltd (ACN 153 511 445)**

**SubZero Automotive Pty Ltd (ACN 111 135 543)**

**SubZero Mining Services Pty Ltd (Trustee For The Subzero Mining Services Unit Trust) (ACN 133 463 439)**

**SubZero Line Boring Services Pty Ltd (Trustee For The Mctaggart Farrell Unit Trust)  
(ACN 097 757 036)**

**(all Administrators Appointed) (all Receivers and Managers Appointed)  
(collectively referred to as “the Companies”)**

I advise that Mr Adam Nikitins and I were appointed joint and several administrators of the Companies on 11 February 2016, pursuant to Section 436C of the Corporations Act 2001. The appointment of the Voluntary Administrators was made concurrently with the appointment of Mr Ryan Eagle and Mr Morgan Kelly of Ferrier Hodgson as Receivers and Managers (“Receivers”) over the business and assets of the Companies.

As a result of the appointment of Receivers, the Receivers have taken control of the affairs of the Companies. The Receivers and Managers advise that they intend to trade the business as normal. Should you have enquiries concerning the ongoing trading of the business please refer to [www.ferrierhodgson.com.au](http://www.ferrierhodgson.com.au).

A first meeting of creditors will be held on 23 February 2016 at 11:00am at Newcastle City Hall, Concert Hall 290 King St, Newcastle, NSW 2300.

Please find enclosed the following for your information:

- ▶ Notice of Meeting (Form 529A)
- ▶ Particulars of Debt or Claim for purposes of voting at meeting
- ▶ Proxy Form (Form 532)
- ▶ Remuneration report and schedule for the Administrators and Administrators' staff
- ▶ Declaration of Independence, Relevant Relationships and Indemnities
- ▶ Australian Securities and Investments Commission information memorandum.

Please complete the Particulars of Debt or Claim Form for purposes of voting at the meeting and return this to me preferably by 11.00am on the day before the meeting. If you need to complete the Proxy Form, I also request this preferably by 11.00am on the day before the meeting.

**If you are a creditor of multiple companies, please complete a separate Particulars of Debt or Claim Form and Proxy Form for your claim in each Company.**

Mr Adam Nikitins and I are independent from the companies and its directors and are not aware of any conflict of interest that may preclude our appointment as administrators.

The Australian Securities and Investments Commission has released a number of publications to assist creditors and employees. These publications can be found at [www.asic.gov.au/insolvencyinfosheets](http://www.asic.gov.au/insolvencyinfosheets) and are detailed below:

- ▶ Voluntary administration: a guide for employees
- ▶ Voluntary administration: a guide for creditors

Should you have enquires in your capacity as a creditor of any of the above entities please phone 1300 912 776 or email [subzero@linkmarketservices.com.au](mailto:subzero@linkmarketservices.com.au).

Yours faithfully



Philip Campbell-Wilson  
Joint and Several Voluntary Administrator  
SubZero Group Limited  
SubZero Holdings Pty Ltd  
S F Auto Australia Pty Ltd (Trustee For The Built Group Unit Trust)  
SubZero Labour Services Pty Ltd  
Harness Master Wiring Systems (NSW) Pty Ltd  
Hydraulic Isolator & Safety Technology Pty Ltd  
DMST Pty Ltd  
DPS Newco Pty Ltd  
SubZero Automotive Pty Ltd  
SubZero Mining Services Pty Ltd (Trustee For The Subzero Mining Services Unit Trust)  
SubZero Line Boring Services Pty Ltd (Trustee For The McTaggart Farrell Unit Trust)  
(all Administrators Appointed) (all Receivers and Managers Appointed)

Enc.

**FORM 529A**  
***Corporations Act 2001***

**NOTICE OF APPOINTMENT AND FIRST MEETING OF  
CREDITORS OF COMPANY UNDER ADMINISTRATION**

SubZero Group Limited (ACN 009 161 522)

SubZero Holdings Pty Ltd (ACN 153 511 212)

S F Auto Australia Pty Ltd (Trustee For The Built Group Unit Trust) (ACN 111 133 156)

SubZero Labour Services Pty Ltd (ACN 163 567 066)

Harness Master Wiring Systems (NSW) Pty Ltd (ACN 153 272 103)

Hydraulic Isolator & Safety Technology Pty Ltd (ACN 158 542 244)

DMST Pty Ltd (ACN 104 903 139)

DPS Newco Pty Ltd (ACN 153 511 445)

SubZero Automotive Pty Ltd (ACN 111 135 543)

SubZero Mining Services Pty Ltd (Trustee For The Subzero Mining Services Unit Trust) (ACN 133 463 439)

SubZero Line Boring Services Pty Ltd (Trustee For The Mctaggart Farrell Unit Trust)  
(ACN 097 757 036)

**(all Administrators Appointed) (all Receivers and Managers Appointed)**  
**(collectively referred to as “the Companies”)**

1. On 11 February 2016 Mr Adam Nikitins of Ernst & Young, 8 Exhibition Street, Melbourne, VIC, 3000 and Philip Campbell-Wilson of Ernst & Young, 680 George Street, Sydney NSW, 2000 were appointed as joint and several Administrators of the companies pursuant to section 436C of the Corporations Act. The appointment of the Voluntary Administrators was made concurrently with the appointment of Mr Ryan Eagle and Mr Morgan Kelly of Ferrier Hodgson as Receivers and Managers (“Receivers”) over the business and assets of the Companies.
2. Notice is now given that a meeting of the creditors of the companies will be held concurrently on 23 February 2016 at 11:00am at Newcastle City Hall, 1<sup>st</sup> Floor Concert Hall, 290 King Street, Newcastle NSW 2300 in accordance with section 436E (1) of the Corporations Act.
3. The purpose of the meeting is to determine:
  - (a) whether to appoint a committee of creditors
  - (b) if so, who are to be the committee's members; and
  - (c) any other business relevant.

4. At the meeting, creditors may also, by resolution:
- (a) remove the administrators from office; and
  - (b) appoint someone else as administrator of the companies.

Dated this 12<sup>th</sup> day of February 2016



Philip Campbell-Wilson  
Joint and Several Voluntary Administrator  
SubZero Group Limited  
SubZero Holdings Pty Limited  
SubZero Labour Services Pty Limited  
Harness Master Wiring Systems (NSW) Pty Limited  
DMST Pty Limited  
SF Auto Australia Pty Limited (trustee for Bro Built Group Unit Trust)  
DPS Newco Pty Limited  
Hydraulic Isolator & Safety Technology Pty Limited  
SubZero Mining Services Limited (trustee for SubZero Mining Services Unit Trust)  
SubZero Automotive Pty Limited  
SubZero Line Boring Services Pty Limited (trustee for McTaggart Farrell Unit Trust)  
(all Administrators Appointed) (all Receivers and Managers Appointed)

12 February 2016

## Remuneration Report

**SubZero Group Limited (ACN 009 161 522)**

**SubZero Holdings Pty Ltd (ACN 153 511 212)**

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**SubZero Labour Services Pty Ltd (ACN 163 567 066)**

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(ACN 133 463 439)**

**SubZero Line Boring Services Pty Ltd (Trustee For The Mctaggart Farrell Unit Trust)  
(ACN 097 757 036)**

**(all Administrators Appointed) (all Receivers and Managers Appointed)  
(collectively referred to as “the Companies”)**

In compliance with the Australian Restructuring Insolvency and Turnaround Association (“ARITA”) Code of Professional Practice and the requirements of the *Corporations Act*, I set out below my remuneration report for myself and my staff in respect of the administration of the Companies.

### **1. Remuneration method**

#### **1.1 Available methods**

There are four basic methods that can be used to calculate the remuneration charged by an insolvency practitioner. They are:

- ▶ Time based / hourly rates – This is the most common method. The total fee charged is based on the hourly rate charged for each person who carried out the work multiplied by the number of hours spent by each person on each of the tasks performed.
- ▶ Fixed Fee – The total fee charged is normally quoted at the commencement of the administration and is the total cost for the administration. Sometimes a Practitioner will finalise an administration for a fixed fee.

- ▶ Percentage – The total fee charged is based on a percentage of a particular variable, such as the gross proceeds of assets realisations.
- ▶ Contingency – The practitioner's fee is structured to be contingent on a particular outcome being achieved.

## 1.2 Method Chosen

Given the nature of this administration I propose that remuneration is calculation on a Time basis. This is because it ensures that members are only charged for work that is performed. Time is recorded and charged in six minute intervals.

## 2. Schedule of rates and estimate of costs

We present below our schedule of rates:

| Staff              | Rate |
|--------------------|------|
| Appointee/Partner  | 650  |
| Director           | 590  |
| Associate Director | 545  |
| Manager            | 510  |
| Senior Consultant  | 405  |
| Consultant         | 300  |
| Administration     | 200  |

At this stage we estimate the total remunerations for the Administration period to be \$250,000.00.

It is important to note that this is a preliminary estimate only and costs may vary according to the circumstances of the administration. Work performed will include the organisation of the creditor's meeting and notification for all creditors, assessment of companies financial position, preparation of statutory information for relevant regulatory bodies, and preparation of a report for submission to the creditors.

### 3. Queries

The above information is provided to assist members consider the appropriateness of the remuneration claim that is being made.

Creditors should feel free to contact my office to seek further information concerning the remuneration claimed.

The Australian Restructuring Insolvency & Turnaround Association ("ARITA") have produced a number of documents to assist parties with respect to remuneration of external administrations. These can be accessed from the ARITA website [www.arita.com.au](http://www.arita.com.au) or alternatively a copy can be obtained if you contact this office.

Dated this 12<sup>th</sup> day of February 2016



Philip Campbell-Wilson  
 Joint and Several Voluntary Administrator  
 SubZero Group Limited  
 SubZero Holdings Pty Ltd  
 S F Auto Australia Pty Ltd (Trustee For The Built Group Unit Trust)  
 SubZero Labour Services Pty Ltd  
 Harness Master Wiring Systems (NSW) Pty Ltd  
 Hydraulic Isolator & Safety Technology Pty Ltd  
 DMST Pty Ltd  
 DPS Newco Pty Ltd  
 SubZero Automotive Pty Ltd  
 SubZero Mining Services Pty Ltd (Trustee For The Subzero Mining Services Unit Trust)  
 SubZero Line Boring Services Pty Ltd (Trustee For The Mctaggart Farrell Unit Trust)  
 (all Administrators Appointed) (all Receivers and Managers Appointed)

## **Declaration of Independence, Relevant Relationships and Indemnities**

**SubZero Group Limited (ACN 009 161 522)**

**SubZero Holdings Pty Ltd (ACN 153 511 212)**

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(ACN 133 463 439)**

**SubZero Line Boring Services Pty Ltd (Trustee For The McTaggart Farrell Unit Trust)  
(ACN 097 757 036)**

**(all Administrators Appointed) (all Receivers and Managers Appointed)  
(Collectively referred to as “the Insolvent”)**

This document requires the Practitioner/s appointed to an insolvent entity (“Insolvent”) to make declarations as to:

- A. their independence generally;
- B. relationships, including:
  - i the circumstances of the appointment;
  - ii any relationships with the Insolvent and others within the previous 24 months;
  - iii any prior professional services for the Insolvent within the previous 24 months;
  - iv. that there are no other relationships to declare; and
- C. any indemnities given, or up-front payments made, to the Practitioner.

This declaration is made in respect of ourselves, our partners, Ernst & Young and any related entities to ourselves and Ernst & Young.



## A. Independence

We, Philip Campbell-Wilson and Adams Pauls Nikitins, and our firm, Ernst & Young, have undertaken a proper assessment of the risks to our independence prior to accepting the appointment as joint and several Administrators of the Insolvent in accordance with the law and applicable professional standards. This assessment identified no real or potential risks to our independence. We are not aware of any reasons that would prevent us from accepting this appointment.

## B. Declaration of Relationships

### i. Circumstances of appointment

Vantage Performance, in their capacity as performance improvement advisors to the Insolvent, contacted Philip Campbell-Wilson on or around 11 August 2015 and requested credentials associated with the restructuring of mining services entities. Subsequently, there was intermittent contact with Vantage Performance and the Insolvent with regard to a potential review of the restructuring options available to the Insolvent.

No formal engagement was entered into as a result of any of these discussions or meetings. Since this time, intermittent discussions have continued with Vantage, the Company and their financier Macquarie Bank Limited, during these discussions, we provided limited advice and information regarding the insolvency options available to the Insolvent. For the avoidance of doubt, at no time did we provide advice to the directors or officers in relation to their personal circumstances.

At no time was there was an engagement between the Insolvent and Ernst & Young, we note that no remuneration was received for the above analysis.

In our opinion these meetings and discussions do not affect our independence for the following reasons:

- ▶ The advice and information was provided to the Insolvent's financier regarding alternative courses of action in the event of insolvency and other options which would preserve value for creditors,
- ▶ General advice and information was provided to the Insolvent's financier regarding the consequences of insolvency.

We have provided no other information or advice to the Insolvent or directors prior to our appointment beyond that outlined in the DIRRI.

### ii. Relevant Relationships (excluding Professional Services to the Insolvent)

We, or members of our firm, have, or have had within the preceding 24 months, a relationship with:

| Name                                 | Nature of relationship  | Reasons why no conflict of interest or duty  |
|--------------------------------------|---|--|
| Macquarie Bank Limited ("Macquarie") | Ernst & Young undertakes work from time to time on behalf of Macquarie, who is the first ranking secured creditor of the Group.<br><br>We note that we have not been engaged by Macquarie in relation to this Administration. | Ernst & Young has provided professional services to Macquarie within the past 24 months.<br><br>We have had several discussions with Macquarie over the course of December 2015, January 2016 and February 2016. These conversations were limited to |

|                                    |  |   |
|------------------------------------|--|---|
|                                    |  | <p>providing an outline of the Voluntary Administration process and how the Voluntary Administrator would interact with a secured creditor.</p> <p>We did not provide Macquarie with any advice in relation to the insolvent and as such do not have a conflict.</p>  |
| Major Customers                    | Ernst & Young undertakes work from time to time on behalf of major customers.  | <p>We note that as customers, these entities may not be creditors of the Insolvent however claims may arise following the appointment of Administrators.</p> <p>EY has provided professional services to these parties within the past 24 months; however this does not result in a conflict of interest as we have not provided any advice to these customers with respect to the Insolvent.</p>   |
| Australian Taxation Office ('ATO') | EY undertakes work from time to time on behalf of the ATO and is on a panel of practitioners maintained by the ATO. This includes the appointment of EY's registered liquidators to companies as a formal appointment where the ATO has asked us to consent to act as liquidators. | <p>This relationship does not result in a conflict of interest or duty as the panel relationship is limited to a small number of appointments in any one year. Further, there were no discussions or information provided to or from the ATO with respect to the Insolvent.</p>   |
| Multiple company appointments      | It is acknowledged that we have been appointed over 11 related companies and we have obligations to the Insolvents individually.   | <p>The Group operate a mining services operation. The nature of the business operations and group structure means that the Administration of the Companies can be conducted more efficiently by one restructuring firm.</p> <p>At the time of our appointment, we were not aware of any conflict of interest between the companies in the Group which would preclude us from accepting the appointment as Voluntary Administrators.</p> <p>It is acknowledged that potential conflicts could possibly arise in carrying out duties to each company particularly where possible preference payments or other transactions between the entities are disputed. We are not aware of any such conflicts at this time. Should a situation arise where a potential conflict is identified between the entities over which we are appointed, we will undertake the measures required under the ARITA Code of Professional Practice.</p> |

**iii. Prior Professional services to the Insolvent**

Neither we, nor our firm, have provided any professional services to the Insolvent in the previous 24 months.

**iv. No other relevant relationships to disclose**

There are no other known relevant relationships, including personal, business and professional relationships, from the previous 24 months with the Insolvent, an Associate of the Insolvent, a former insolvency practitioner appointed to the Insolvent or any person or entity that has security over the whole or substantially whole of the Insolvent's property that should be disclosed.

**C. Indemnities and up-front payments**

In addition to any indemnities that we may be entitled to under statute, we have been provided with a limited indemnity by Macquarie Bank. The indemnity is limited to cover the Administrators for all 3<sup>rd</sup> party costs properly incurred in the course of the Administrations, but specifically excludes trading debts.

Dated: 12 February 2016



Philip Campbell-Wilson  
Administrator



Adam Pauls Nikitins  
Administrator

Note:

1. If circumstances change, or new information is identified, I am/we are required under the Corporations Act and the ARITA's Code of Professional Practice to update this Declaration and provide a copy to creditors with our next communication as well as table a copy of any replacement declaration at the next meeting of the Insolvent's creditors.
2. Any relationships, indemnities or up-front payments disclosed in the DIRRI must not be such that the Practitioner is no longer independent. The purpose of components B and C of the DIRRI is to disclose relationships that, while they do not result in the Practitioner having a conflict of interest or duty, ensure that creditors are aware of those relationships and understand why the Practitioner nevertheless remains independent.

# LINK INSOLVENCY SOLUTIONS - APPOINTMENT OF PROXY

All forms returned to:  
 Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235  
 Facsimile: +61 2 9287 0309  
 Client Code: SZGI  
 Email: subzero@linkmarketservices.com.au  
 Creditor Queries: +61 1300 912 776

## CREDITOR DETAILS

Full Name of Company or Individual

Contact Telephone Number

Registered Address

Email Address

## FORM 532 (CORPORATIONS ACT 2001) APPOINTMENT OF PROXY (REGULATION 5.6.29)

### STEP 1

### INDEBTED COMPANY DETAILS

Please tick one box ONLY.

If you are a creditor of more than one Indebted Company, you **must copy** and provide a Proxy Form for **each** Company.

- |   |                          |   |                          |
|---|--------------------------|---|--------------------------|
| 1. SubZero Group Limited (Receivers and Managers Appointed) (Administrators Appointed) ACN 009 161 522  | <input type="checkbox"/> | 7. DPS Newco Pty Limited (Receivers and Managers Appointed) (Administrators Appointed) ACN 153 511 445  | <input type="checkbox"/> |
| 2. SubZero Holdings Pty Limited (Receivers and Managers Appointed) (Administrators Appointed) ACN 153 511 212   | <input type="checkbox"/> | 8. Hydraulic Isolator & Safety Technology Pty Limited (Receivers and Managers Appointed) (Administrators Appointed) ACN 158 542 244                                   | <input type="checkbox"/> |
| 3. SubZero Labour Services Pty Limited (Receivers and Managers Appointed) (Administrators Appointed) ACN 163 567 066                                    | <input type="checkbox"/> | 9. SubZero Mining Services Limited (trustee for SubZero Mining Services Unit Trust) (Receivers and Managers Appointed) (Administrators Appointed) ACN 133 463 439     | <input type="checkbox"/> |
| 4. Harness Master Wiring Systems (NSW) Pty Limited (Receivers and Managers Appointed) (Administrators Appointed) ACN 153 272 103                        | <input type="checkbox"/> | 10. SubZero Automotive Pty Limited (Receivers and Managers Appointed) (Administrators Appointed) ACN 111 135 543  | <input type="checkbox"/> |
| 5. DMST Pty Limited (Receivers and Managers Appointed) (Administrators Appointed) ACN 104 903 139   | <input type="checkbox"/> | 11. SubZero Line Boring Services Pty Limited (trustee for McTaggart Farrell Unit Trust) (Receivers and Managers Appointed) (Administrators Appointed) ACN 097 757 036 | <input type="checkbox"/> |
| 6. SF Auto Australia Pty Limited (trustee for Bro Built Group Unit Trust) (Receivers and Managers Appointed) (Administrators Appointed) ACN 111 133 156 | <input type="checkbox"/> |   |                          |

### STEP 2

### APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)** OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered creditor) you are appointing as your general/special proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our general/special proxy and to vote for me/us on my/our behalf at the Meeting of Creditors of the Company to be held at **11:00am (AEDT) on Tuesday, 23 February 2016, at Newcastle City Hall, Concert Hall, 290 King St, Newcastle, NSW** and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 11:00am (AEDT) on Monday, 22 February 2016. Please read the voting instructions overleaf before marking any boxes with an ☒

### STEP 3

### VOTING DIRECTIONS

#### Resolution 1

To appoint a Committee of Creditors

| For                      | Against                  | Abstain                  |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

#### Resolution 2

To retain the existing administrators

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

### STEP 4

### SIGNATURE OF CREDITORS - THIS MUST BE COMPLETED

Creditor 1 (Individual)/Agent 1

Creditor 2 (Individual)/Agent 2

Creditor 3 (Individual)/Agent 3

This form should be signed by the creditor. If signed by the creditor's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS PROXY FORM

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 2. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 2. If you leave this section blank, or your named proxy does not attend the meeting, in the case of a poll the Chairman of the Meeting will be your proxy. A proxy need not be a creditor of the company. A proxy may be an individual or a body corporate.

### Votes on Items of Business - Proxy Appointment

#### Directed Votes

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your entitlements will be voted in accordance with such a direction. If you mark more than one box on an item your vote on that item will be invalid.

#### General (open) Votes

If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses.

### Signing Instructions

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either creditor may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### Notes

1. If the creditor is a sole trader, sign in accordance with the following example: "A.B., proprietor".
2. If the creditor is a partnership, sign in accordance with the following example: "A.B., a partner of the said firm".
3. If the creditor is a company, then the form of proxy must be under its Common Seal or under the hand of some officer duly authorised in that capacity, and the fact that the officer is so authorised must be stated in accordance with the following example: "for the company, A.B." (duly authorised under the Seal of the Company).

### Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Monday, 22 February 2016**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged:



**by mail:**

Att: SubZero Group Limited (Administrators Appointed) (Receivers and Managers Appointed)  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by email:**

scan and email to [subzero@linkmarketservices.com.au](mailto:subzero@linkmarketservices.com.au)



**by fax:**

+61 2 9287 0309



**by hand\*:**

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.  
Att: SubZero Group Limited (Administrators Appointed) (Receivers and Managers Appointed)

\* During business hours (Monday to Friday, 9:00am-5:00pm)

If you would like to attend and vote at the Meeting of Creditors, please bring this form with you.  
This will assist in registering your attendance.

All forms returned to:  
 Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235  
 Facsimile: +61 2 9287 0309  
 Client Code: SZGI  
 Email: subzero@linkmarketservices.com.au  
 Creditor Queries: +61 1300 912 776

**CREDITOR DETAILS****Full Name of Company or Individual**

|  |
|--|
|  |
|  |

**Contact Telephone Number**

|  |
|--|
|  |
|--|

**Registered Address**

|  |
|--|
|  |
|  |

**Email Address**

|  |
|--|
|  |
|  |

**PROOF OF DEBT (POD) OR CLAIM FORM 535 CORPORATIONS ACT (SUB REGULATION 5.6.49(2))**

☐ I am an employee of the indebted company    ☐ I am a creditor    ☐ I am a secured creditor

**A****INDEBTED COMPANY DETAILS**

Please tick one box ONLY.

If you are a creditor of more than one Indebted Company, you **must copy** and provide a POD Form for **each** Company.

- |   |                          |   |                          |
|---|--------------------------|---|--------------------------|
| 1. SubZero Group Limited (Receivers and Managers Appointed)<br>(Administrators Appointed) ACN 009 161 522   | <input type="checkbox"/> | 7. DPS Newco Pty Limited (Receivers and Managers Appointed)<br>(Administrators Appointed) ACN 153 511 445   | <input type="checkbox"/> |
| 2. SubZero Holdings Pty Limited (Receivers and Managers Appointed)<br>(Administrators Appointed) ACN 153 511 212  | <input type="checkbox"/> | 8. Hydraulic Isolator & Safety Technology Pty Limited (Receivers and<br>Managers Appointed) (Administrators Appointed) ACN 158 542 244                                      | <input type="checkbox"/> |
| 3. SubZero Labour Services Pty Limited (Receivers and Managers<br>Appointed) (Administrators Appointed) ACN 163 567 066                                       | <input type="checkbox"/> | 9. SubZero Mining Services Limited (trustee for SubZero Mining<br>Services Unit Trust) (Receivers and Managers Appointed)<br>(Administrators Appointed) ACN 133 463 439     | <input type="checkbox"/> |
| 4. Harness Master Wiring Systems (NSW) Pty Limited (Receivers and<br>Managers Appointed) (Administrators Appointed) ACN 153 272 103                           | <input type="checkbox"/> | 10. SubZero Automotive Pty Limited (Receivers and Managers<br>Appointed) (Administrators Appointed) ACN 111 135 543   | <input type="checkbox"/> |
| 5. DMST Pty Limited (Receivers and Managers Appointed)<br>(Administrators Appointed) ACN 104 903 139  | <input type="checkbox"/> | 11. SubZero Line Boring Services Pty Limited (trustee for McTaggart<br>Farrell Unit Trust) (Receivers and Managers Appointed)<br>(Administrators Appointed) ACN 097 757 036 | <input type="checkbox"/> |
| 6. SF Auto Australia Pty Limited (trustee for Bro Built Group Unit Trust)<br>(Receivers and Managers Appointed) (Administrators Appointed)<br>ACN 111 133 156 | <input type="checkbox"/> |   |                          |

**B****CREDITOR DETAILS (Please use CAPITAL LETTERS)****1. COMPANY**

Full name of Company, Corporation or Trust (if applicable)

|  |
|--|
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☐ I am acting as an agent on behalf of the above company, corporation or trust.

Agent Name

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OR

**2. INDIVIDUAL**

| Title | Given Name(s) | Last Name |
|-------|---------------|-----------|
|       |               |           |

PO Box/RMB/Locked Bag/Care of (c/-)/Property name/Building name (if applicable)

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| Unit Number/Level | Street Number | Street Name |
|-------------------|---------------|-------------|
|                   |               |             |

| Suburb/Town | State | Post Code |
|-------------|-------|-----------|
|             |       |           |

| Country (if not Australia) | Telephone Number |
|----------------------------|------------------|
|                            |                  |

| Email Address | Indebted in the amount of:  |  |  |  |  |
|---------------|---|--|--|--|--|
|               | A\$ <table border="1"><tr><td></td><td></td><td></td><td></td></tr></table> |  |  |  |  |
|               |   |  |  |  |  |

☐ I would like to receive all communications electronically, including notices, reports and statements (if applicable). I have provided my email address above.

Date Debt Incurred

|   |   |
|---|---|
| / | / |
|---|---|

**C****SECURED CREDITORS ONLY**

Please detail what security you hold and attach all relevant documentation.

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Please state the value:

A\$ 

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**D****DOCUMENTATION**

I have attached the following documentation to substantiate the consideration claim (tick as many as appropriate). If you are in employment of the creditor or an agent, you must provide proof of your authority from the creditors so that this POD is not rejected.

- ☐ I am in the employment of the creditors and duly authorised in writing by the creditor to make this statement and it is within my knowledge that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.
- ☐ I am the creditor's agent duly authorised in writing to make this statement in writing and it is within my knowledge that the debt was incurred and for the consideration stated and that debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

I have attached the following documents (tick as many as appropriate):

- |   |   |  |   |  |
|---|---|--|---|--|
| <input type="checkbox"/> Invoices           | <input type="checkbox"/> Judgement from Court | <input type="checkbox"/> Orders from company | <input type="checkbox"/> Guarantee from company | <input type="checkbox"/> Other documents             |
| <input type="checkbox"/> Monthly Statements | <input type="checkbox"/> Letters of Demand    | <input type="checkbox"/> Statutory Demand    | <input type="checkbox"/> Credit Application     | <input type="checkbox"/> Creditor's authority letter |

**E****SIGN HERE (All Creditor(s) must sign)**

Creditor 1 (Individual)/Agent 1

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Creditor 2 (Individual)/Agent 2

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Date

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**F****NOTES**

- NOTE 1 A creditor may not vote on any contingent debt, and unliquidated claim or a debt the value of which is not ascertained unless a just estimate or its value has been made.
- NOTE 2 A secured creditor who votes in favour of a Deed of Company Arrangement may affect its right to act under that security. Legal advice should be sought if you are unsure in this regard.
- NOTE 3 This Proof should be signed by a creditor or a person in the employ of the creditor duly authorised by that creditor to sign. If a creditor is a company, it should be signed by a person authorised under the Seal of the Company, to make a Proof of Debt on its behalf. The Chairman of the Meeting may admit or reject a Proof of Debt for the purpose of voting at the meeting.

**G****LODGEMENT OF A POD FORM**This Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Monday, 22 February 2016**. Any Form received after that time will not be valid for the scheduled meeting.

POD Forms may be lodged:

**by mail:**

Att: SubZero Group Limited (Administrators Appointed) (Receivers and Managers Appointed)  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235  
 Australia

**by email:**scan and email to [subzero@linkmarketservices.com.au](mailto:subzero@linkmarketservices.com.au)**by fax:**

+61 2 9287 0309

**by hand\*:**

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.  
 Att: SubZero Group Limited (Administrators Appointed) (Receivers and Managers Appointed)

\* During business hours (Monday to Friday, 9:00am–5:00pm)